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DA YU FINANCIAL HOLDINGS LIMITED

大禹金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1073)

RESULTS OF ONE FOR ONE RIGHTS ISSUE

Reference was made to the prospectus (the “Prospectus”) of Da Yu Financial Holdings Limited (the “Company”) dated 11 January 2024, in relation to, among other things, the Rights Issue. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that at 4:00 p.m. on Thursday, 25 January 2024, being the Latest Time for Acceptance of and payment for the Rights Shares and application and payment for Excess Rights Shares:

- (i) 25 valid acceptances of provisional allotments under the PALs were received for a total of 899,534,364 Rights Shares, representing approximately 78.95% of the maximum number of 1,139,330,190 Rights Shares being offered under the Rights Issue; and
- (ii) 1 valid application for Excess Rights Shares under the EAFs was received for a total of 267,706,200 Rights Shares, representing approximately 23.50% of the maximum number of 1,139,330,190 Rights Shares being offered under the Rights Issue.

In aggregate, 26 valid acceptances and application(s) in respect of 1,167,240,564 Rights Shares have been accepted and applied for, representing approximately 102.45% of the maximum number of 1,139,330,190 Rights Shares offered under the Rights Issue.

Based on the above results, the Rights Issue was over-subscribed by 27,910,374 Rights Shares, representing approximately 2.45% of the maximum number of 1,139,330,190 Rights Shares being offered under the Rights Issue.

EXCESS APPLICATION

Based on the number of valid acceptances of provisional allotments under the PALs referred to above, 239,795,826 Rights Shares, representing approximately 21.05% of the maximum number of Rights Shares, were available for subscription under the EAFs. Such number of Excess Rights Shares was insufficient to satisfy the valid application for a total number of 267,706,200 Rights Shares under the EAFs.

The allocation of the Excess Rights Shares was made pursuant to the principles set out in the Prospectus. Given that the number of Excess Rights Shares available for subscription under the EAFs was insufficient to satisfy all valid applications, the allocation of the 239,795,826 Rights Shares to the Qualifying Shareholder who applied for Excess Rights Shares was made on a fair and equitable basis, and as far as practicable on a pro-rata basis of approximately 89.57% of the number of Excess Rights Shares applied for under each application. Reference for allocation of Excess Rights Shares was only made to the number of Excess Rights Shares applied for and no reference was made to the Rights Shares comprised in applications through PAL or the existing number of Shares held by the relevant Qualifying Shareholders and no preference will be given to applications for topping up odd lots.

The following table sets forth the details of excess application(s) validly received:

Number of valid excess application(s)	Total number of Excess Rights Shares applied for	Total number of Excess Rights Shares allotted	Approximate percentage of allocation based on the total number of Excess Rights Shares applied for
1	267,706,200	239,795,826	89.57%

SCALE-DOWN MECHANISM OF THE RIGHTS ISSUE

As stated in the Prospectus, application of any Shareholder for his/her/its assured entitlement under the Rights Issue or Excess Rights Shares under the EAF will be scaled down to a level which (a) does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance to the note to Rule 7.19(5)(b) of the Listing Rules; and (b) does not cause the Company's public float to decrease to below 25%.

To the best of the Directors' knowledge, information and belief after considering the allotment results of the Rights Issue, the Company is not aware of any application for Rights Shares by any Qualifying Shareholder which would result in either the incurring of a general offer obligation under the Takeovers Code or cause the Company's public float to decrease to below 25%. Accordingly, the scaling-down mechanism has not been triggered and all the applications for Rights Shares are not required to be scaled-down by the Company.

USE OF PROCEEDS

The gross proceeds from the Rights Issue are approximately HK\$170.9 million and the net proceeds from the Rights Issue, after deducting all relevant expenses for the Rights Issue, are estimated to be approximately HK\$170.0 million.

As disclosed in the Prospectus, the Company intends to apply the net proceeds from the Rights Issue as to approximately HK\$150 million of the net proceeds from the Rights Issue as the seed money into the Fund to expand its asset management business and HK\$20 million as capital for the Group's money lending business.

SHAREHOLDING STRUCTURE OF THE COMPANY

Based on the information available to the Company and to the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, set out below is the shareholding structure of the Company immediately before and after the completion of the Rights Issue:

	Immediately before the completion of the Rights Issue		Immediately after the completion of the Rights Issue	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
First Steamship Company Limited ^{1,2}	331,660,000	29.11	663,320,000	29.11
Xu Haohao ^{2,3}	214,783,614	18.85	680,106,534	29.85
Lee Wa Lun, Warren ⁴	227,250,000	19.94	227,250,000	9.97
Lam Chi Shing ⁴	17,800,000	1.56	17,800,000	0.78
Li Ming ⁴	17,800,000	1.56	17,800,000	0.78
Public Shareholders	330,036,576	28.98	672,383,846	29.51
Total	<u>1,139,330,190</u>	<u>100</u>	<u>2,278,660,380</u>	<u>100</u>

Notes:

1. First Steamship Company Limited is a company listed on the Taiwan Stock Exchange Corporation ("TWSE") (TWSE stock code: 2601). As at the date of this announcement, Henghua Investment Co., Ltd., is the single largest shareholder of First Steamship Company Limited, holding approximately 6.92% of the issued shares of First Steamship Company Limited.
2. Pursuant to class (1) of the definition of "acting in concert" under the Takeovers Code, First Steamship Company Limited and Mr. Xu Haohao are presumed to be acting in concert when their respective shareholding in the Company are both 20% or more. In the event a general offer obligation is triggered under the Takeovers Code due to this presumption in the future, First Steamship Company Limited and Mr. Xu Haohao may make application to the Executive to rebut such presumption and/or scale down their shareholding or take other actions as appropriate to comply with the Takeovers Code.
3. Mr. Xu Haohao is a non-executive Director.
4. Mr. Lee Wa Lun, Warren, Mr. Lam Chi Shing and Ms. Li Ming are EDs.

DESPATCH OF SHARE CERTIFICATES FOR FULLY-PAID RIGHTS SHARES

It is expected that share certificates in respect of the fully-paid Rights Shares will be despatched to those entitled thereto by ordinary post to their respective registered address at their own risk by the Registrar on or before Friday, 2 February 2024.

COMMENCEMENT OF DEALINGS IN THE FULLY-PAID RIGHTS SHARES

Dealings in the fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Monday, 5 February 2024.

For and on behalf of
Da Yu Financial Holdings Limited
Lee Wa Lun, Warren
Managing Director

Hong Kong, 1 February 2024

As at the date of this announcement, the Non-Executive Directors are Mr. Kuo Jen-Hao (Chairman) and Mr. Xu Haohao, the Executive Directors are Mr. Lee Wa Lun, Warren (Managing Director), Mr. Lam Chi Shing and Ms. Li Ming, and the Independent Non-Executive Directors are Mr. Chan Sze Chung, Mr. Suen Chi Wai and Mr. Sum Wai Kei, Wilfred.